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Signed and Filed: July 5, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☒ Affects Pacific Gas and Electric Company
- ☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 365(a), FED.
R. BANKR. P. 6006, AND B.L.R. 6006-1
APPROVING UTILITY'S ASSUMPTION OF
MUTUAL ASSISTANCE AGREEMENTS**

1 Upon the Motion, dated June 18, 2019 (the “**Motion**”),¹ of PG&E Corporation and Pacific Gas
2 and Electric Company, as debtors and debtors in possession (together, “**PG&E**” or the “**Debtors**”) in
3 the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 365(a) of title 11
4 of the United States Code (the “**Bankruptcy Code**”), Rule 6006 of the Federal Rules of Bankruptcy
5 Procedure (the “**Bankruptcy Rules**”), and Rule 6006-1 of the Bankruptcy Local Rules for the United
6 States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”), for an
7 order approving the Utility’s assumption of the Mutual Assistance Agreements with the Assisting Parties
8 identified in **Exhibit B** to the Motion, all as more fully set forth in the Motion; and this Court having
9 jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and
10 1334, *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24
11 (N.D. Cal.), and Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested
12 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court
13 pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the
14 Motion as provided to the parties listed therein is reasonable and sufficient, and it appearing that no other
15 or further notice need be provided; and this Court having reviewed the Motion, the Wells Declaration
16 (as amended on February 2, 2019 [Docket No. 263]), and the Coleman Declaration; there being no
17 objections to the Motion; and this Court having determined that the legal and factual bases set forth in
18 the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in
19 the Motion is in the best interests of the Utility, its estate, creditors, shareholders, and all parties in
20 interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient
21 cause appearing therefor,

22 **IT IS HEREBY ORDERED THAT:**

- 23 1. The Motion is granted as provided herein.
- 24 2. Pursuant to section 365 of the Bankruptcy Code, the Utility’s assumption of the Mutual
25 Assistance Agreements, as identified in the Motion, is hereby approved.
- 26
- 27

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 3. The Utility is authorized to promptly cure existing defaults under the Mutual Assistance
2 Agreements as required by section 365(b)(1)(A) of the Bankruptcy Code in the amounts identified on
3 **Schedule A** hereto (subject to any amounts that remain subject to ongoing review or reconciliation by
4 the Utility as identified in **Schedule A**).

5 4. The Utility is authorized to execute, deliver, implement, and fully perform any and all
6 obligations, instruments, and documents, and to take any and all actions reasonably necessary or
7 appropriate to perform all obligations contemplated under the Mutual Assistance Agreements.

8 5. The Utility is authorized to file the Motion as an omnibus motion pursuant to Bankruptcy
9 Rule 6006(e).

10 6. The Utility is authorized to take all steps necessary or appropriate to carry out this Order.

11 7. This Court shall retain jurisdiction to hear and determine all matters arising from or
12 related to the implementation, interpretation, or enforcement of this Order.

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14 ** END OF ORDER **
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